

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Objection Deadline: June 30, 2025 at 4:00 p.m. (ET)

**NOTICE OF THIRD MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
APRIL 1, 2025 THROUGH AND INCLUDING APRIL 30, 2025**

PLEASE TAKE NOTICE that on June 9, 2025, Kelley Drye & Warren LLP (“Kelley Drye”) filed its *Third Monthly Fee Statement of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors for the Period from April 1, 2025 Through and Including April 30, 2025* (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed with the Clerk of the Bankruptcy Court and be served upon the Notice Parties as defined in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”) so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on June 30, 2025** (the “Objection Deadline”).²

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 552.

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, if no objections to the Application are timely filed and served in accordance with the above procedures and the Interim Compensation Order, the Debtors will be authorized to pay Kelley Drye 80% of the fees and 100% of the expenses requested in the Application without further order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are filed, a hearing on the Application will be held before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom 7, Wilmington, Delaware 19801, at a date and time convenient to the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND ACCORDING TO THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
June 9, 2025

PACHULSKI STANG ZIEHL & JONES LLP

By: James E. O'Neill

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and

KELLEY DRYE & WARREN LLP

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Counsel to the Official Committee of Unsecured Creditors of JOANN Inc., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Objection Deadline: June 30, 2025 at 4:00 p.m. (ET)

**SUMMARY OF THIRD MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 1, 2025 THROUGH AND INCLUDING APRIL 30, 2025**

| | |
|--|--|
| Name of Applicant: | Kelley Drye & Warren LLP |
| Authorized to Provide Professional Services to: | The Official Committee of Unsecured Creditors |
| Date of Retention: | Effective as of January 30, 2025 ² |
| Period for which compensation and reimbursement is sought: | April 1, 2025 through and including April 30, 2025 |
| Amount of fees sought as actual, reasonable, and necessary: | \$183,728.50 |
| Less 20% holdback per procedures for interim fees: | \$36,745.70 |
| Total fees to be paid at this time: | \$146,982.80 |
| Amount of expense reimbursement sought as actual, reasonable, and necessary: | \$116.31 |
| Total fees and expenses to be paid at this time: | \$147,099.11 |

This is a(n): Monthly Interim Final Application

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 594.

This is a monthly statement. This is Kelley Drye's third monthly statement filed in these chapter 11 cases.

PRIOR MONTHLY FEE STATEMENT HISTORY

| Date Filed and Docket No. | Period Covered | Requested | | Approved for Payment | | 20% Holdback |
|-------------------------------|--------------------------------------|------------------------------|---------------------------|------------------------------|---------------------------|----------------------------|
| | | Fees | Expenses | Fees | Expenses | |
| May 5, 2025 Docket No. 808 | January 30, 2025 – February 28, 2025 | \$1,879,711.50 | \$19,689.24 | \$1,503,769.20 | \$19,689.24 | \$375,942.30 |
| May 8, 2025 Docket No. 830 | March 1, 2025 – March 31, 2025 | \$324,387.00 | \$2,976.68 | \$259,509.60 | \$2,976.68 | \$64,877.40 |
| Totals: | | <u>\$2,204,098.50</u> | <u>\$22,665.92</u> | <u>\$1,763,278.80</u> | <u>\$22,665.92</u> | <u>\$440,819.70</u> |

PRIOR INTERIM APPLICATION HISTORY

| Date Filed and Docket No. | Period Covered | Requested | | Allowed | |
|---|-----------------------------------|------------------------------|---------------------------|-------------------|-------------------|
| | | Fees | Expenses | Fees | Expenses |
| May 15, 2025 Docket No. 895 ³ | January 30, 2025 – March 31, 2025 | \$2,204,098.50 | \$22,665.92 | TBD | TBD |
| Totals: | | <u>\$2,204,098.50</u> | <u>\$22,665.92</u> | <u>TBD</u> | <u>TBD</u> |

³ The objection deadline for Kelley Drye's First Interim Fee Application is June 5, 2025 and is scheduled to be heard by the Court on June 23, 2025 unless approved before then.

COMPENSATION BY TIMEKEEPER

| Name of Professional | Position | Law School Grad Year | Hourly Rate | Total Hours | Total Compensation |
|-----------------------|------------------|----------------------|---------------|--------------|---------------------|
| Eric R. Wilson | Partner | 1997 | \$1,280.00 | 19.0 | \$24,320.00 |
| Jason R. Adams | Partner | 2000 | \$1,150.00 | 22.7 | \$26,105.00 |
| Robert L. LeHane | Partner | 1998 | \$1,195.00 | 4.6 | \$5,497.00 |
| Maeghan J. McLoughlin | Special Counsel | 2011 | \$1,045.00 | 46.8 | \$48,906.00 |
| Dana P. Kane | Special Counsel | 1998 | \$945.00 | 5.8 | \$5,481.00 |
| Andres Barajas | Senior Associate | 2017 | \$890.00 | 23.6 | \$21,004.00 |
| Connie Y. Choe | Associate | 2020 | \$785.00 | 36.3 | \$28,495.50 |
| John A. Churchill Jr. | Associate | 2021 | \$735.00 | 31.5 | \$23,152.50 |
| Paul Laudiero | Associate | 2022 | \$735.00 | 0.5 | \$367.50 |
| Tom Burns | Paralegal | N/A | \$400.00 | 1.0 | \$400.00 |
| | | | Total: | 191.8 | \$183,728.50 |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|---------------------------------------|--------------------|---------------------|
| Case Administration | 1.6 | \$1,777.00 |
| Pleadings Review | 2.1 | \$1,898.00 |
| Retention Matters | 0.8 | \$588.00 |
| Fee Matters | 25.7 | \$20,698.00 |
| Financing | 1.3 | \$1,358.50 |
| Asset Analysis and Disposition | 0.5 | \$585.50 |
| Executory Contracts and Leases | 26.0 | \$23,975.50 |
| Claims Administration | 17.7 | \$16,956.00 |
| Plan and Disclosure Statement | 60.8 | \$61,179.00 |
| Committee and Creditor Communications | 42.8 | \$43,317.00 |
| Business Operations | 1.2 | \$1,119.00 |
| Court Hearings | 2.2 | \$1,364.00 |
| Debtor Communications | 5.5 | \$5,009.50 |
| Investigation | 2.7 | \$2,962.50 |
| Committee Professional Communications | 0.9 | \$941.00 |
| Total: | 191.8 | \$183,728.50 |

EXPENSE SUMMARY

| Expense Category | Amount |
|-------------------------|-----------------|
| Westlaw Research | \$116.31 |
| Total: | \$116.31 |

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Chapter 11

Case No. 25-10068 (CTG)

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Objection Deadline: June 30, 2025 at 4:00 p.m. (ET)

**THIRD MONTHLY FEE STATEMENT OF
KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 1, 2025 THROUGH AND INCLUDING APRIL 30, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”),² Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits its third monthly fee statement (the “Application”) for compensation for professional services rendered and reimbursement of expenses incurred as lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), for the period from April 1, 2025

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 552.

through and including April 30, 2025 (the “Application Period”). In support of this Application, Kelley Drye respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction to consider and decide this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code; (ii) Bankruptcy Rule 2016; and (iii) Local Rule 2016-1.

BACKGROUND

3. On January 15, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Following the Petition Date, the Debtors remained in possession of their assets and continued to operate and manage their business as debtors-in-possession, until the closing of the sale of substantially all of their assets, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 28, 2025, the Office of the United States Trustee for Region 3 appointed a nine-member Committee consisting of: (i) Low Tech Toy Club LLC; (ii) SunYin (HK) Holding Limited; (iii) Gwen Studios LLC; (iv) Brother International Corp.; (v) Ormo Ithalat Ihracat A.S.; (vi) Advantus Corp.; (vii) Kimco Realty Corporation; (viii) Simon Property Group, Inc.; and (ix) Regency Centers, L.P.³

5. On January 30, 2025, the Committee selected Kelley Drye as its lead counsel and Province, Inc. (“Province”) as its financial advisor. On January 31, 2025, the Committee selected Pachulski Stang Ziehl & Jones, LLP (“PSZJ”) as its Delaware counsel.

³ Docket No. 198.

6. On February 13, 2025, the Debtors filed their *Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* (the “Interim Compensation Motion”) and, on March 4, 2025, the Court entered the Interim Compensation Order.⁴

7. Pursuant to the terms of the Interim Compensation Order, among other things, if no objection is made to a monthly fee statement by the 21st day after service of the statement, the respective professional may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee statement.

8. On February 28, 2025, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of January 30, 2025* (the “Retention Application”).⁵ On March 18, 2025, the Court entered an order approving the Retention Application, effective as of January 30, 2025.⁶

SUMMARY OF SERVICES RENDERED

9. As described below, Kelley Drye rendered professional legal services to the Committee throughout the Application Period, including:

- a. Coordinate internally and with PSZJ and Province regarding overall case status and key issues to facilitate the Committee’s goals;
- b. Review and provide comments to multiple iterations of the Debtors’ proposed plan to incorporate the Committee settlement and incorporate a post-confirmation trust structure, and negotiate with the Debtors regarding same;

⁴ Docket Nos. 426, 552.

⁵ Docket Nos. 526, 530.

⁶ Docket No. 594.

- c. Analyze and provide comments to the Debtors' proposed disclosure statement;
- d. Monitor the status of the Debtors' sale processes and coordinate with various parties in interest concerning the lease sale and marketing process related to Great American's disposition of designated leases; and
- e. Conduct meetings and provide email updates to the Committee regarding general status of these Chapter 11 Cases, the lease sale process, the plan process, pleadings filed, and Kelley Drye's ongoing negotiations with the Debtors regarding various pending matters.

SUMMARY OF SERVICES BY PROJECT

10. To assist the Court in its review of the fees requested in this Application, Kelley Drye has divided its time entries into the project categories set forth below. Attached hereto as Exhibit A for April time entries are detailed itemizations, by project category, of all services performed by Kelley Drye with respect to these chapter 11 cases during the Application Period.

Case Administration (Hours: 1.6 - Fees: \$1,777.00)

11. This category represents time spent by Kelley Drye addressing general administrative matters. During the Application Period, Kelley Drye maintained a case task list and critical dates chart to monitor various workstreams and pertinent deadlines.

Pleadings Review (Hours: 2.1 - Fees: \$1,898.00)

12. This category represents time spent by Kelley Drye monitoring the docket and conducting initial reviews of relevant pleadings, including motions, settlements, and proposed orders.

Retention Matters (Hours: 0.8 - Fees: \$588.00)

13. This category represents time spent by Kelley Drye on matters related to the retention of estate professionals. During the Application Period, Kelley Drye reviewed ordinary course professional declarations filed by the Debtors.

Fee Matters (Hours: 25.7 - Fees: \$20,698.00)

14. This category represents time spent by Kelley Drye attendant to all matters related to the preparation and filing of fee statements and applications. During the Application Period, Kelley Drye drafted its first combined monthly fee statement.

Financing (Hours: 1.3 - Fees: \$1,358.50)

15. This category represents time spent by Kelley Drye related to the Debtors' financing request in these chapter 11 cases. During the Application Period, Kelley Drye prepared weekly fee reports by Committee Professionals as required under the cash collateral order.

Asset Analysis and Disposition (Hours: 0.5 - Fees: \$585.50)

16. This category represents time spent by Kelley Drye related to the Debtors' sale and auction process. During the Application Period, Kelley Drye reviewed the status of the going-out-of-business sales.

Executory Contracts and Leases (Hours: 26.0 - Fees: \$23,975.50)

17. This category represents time spent by Kelley Drye addressing the Debtors' executory contracts and unexpired leases. During the Application Period, Kelley Drye coordinated with the Debtors, A&G, and Great American regarding Great American's acquisition and potential sale of the Debtors' lease portfolio as well as the potential assumption of impacted leases. Kelley Drye communicated with landlords regarding the status of going-out-of-business sales and lease asset sales. Kelley Drye also coordinated with A&M and Province on the reconciliation of outstanding post-petition claims asserted by various landlords. Kelley Drye also reviewed contract and lease assumption and rejection notices filed by the Debtors.

Claims Administration (Hours: 17.7 - Fees: \$16,956.00)

18. This category represents time spent by Kelley Drye related to claims against the Debtors' estates. During the Application Period, Kelley Drye continued its analysis regarding the allowability of claims asserted pursuant to section 503(b)(9) and worked with the Debtors to facilitate an expedited process to reconcile 503(b)(9) claims. Kelley Drye reviewed the Debtors' critical vendor matrix to assess the status of critical vendors claims and payments. Kelley Drye also coordinated with the Debtors on various lift stay motions and resulting stipulations agreed to by the Debtors.

Plan and Disclosure Statement (Hours: 60.8 - Fees: \$61,179.00)

19. This category represents time spent by Kelley Drye in connection with all matters attendant to the plan and disclosure statement. During the Application Period, Kelley Drye reviewed, analyzed and provided comments to multiple iterations of the Debtors' draft revised plan to address the Committee's open issues as related to the Committee settlement and post-confirmation trust structure, and negotiated extensively with the Debtors regarding same. Kelley Drye also reviewed and provided comments to the Debtors' initial draft of the disclosure statement and coordinated with the Debtors on multiple rounds of revisions to same. Also during the Application Period, Kelley Drye began to draft a trust agreement and addressed additional structuring issues with respect to the post-confirmation trust.

Committee and Creditor Communications (Hours: 42.8 - Fees: \$43,317.00)

20. This category represents time spent by Kelley Drye preparing for and participating in regular committee meetings as well as communicating with Committee members and other creditors on an individual basis. During the Application Period, Kelley Drye updated the Committee and individual members of the Committee via weekly telephonic meetings and

email reports on case developments, filed pleadings, the lease sale process, section 503(b)(9) claims reconciliation, the plan and post-confirmation trust structure, and other Committee business. Kelley Drye coordinated with PSZJ and Province regarding materials for distribution to the Committee and preparation for Committee meetings. Also during the Application Period, Kelley Drye addressed inquiries from various vendors and landlords regarding case status and real estate related matters, and facilitated further communications between such creditors and the Debtors.

Business Operations (Hours: 1.2 - Fees: \$1,119.00)

21. This category represents time spent by Kelley Drye analyzing and monitoring the Debtors' business operations. During the Application Period, Kelley Drye reviewed a letter from the Maine Attorney General regarding its concerns with gift card usage as related to the Debtors' store closing procedures.

Court Hearings (Hours: 2.2 - Fees: \$1,364.00)

22. This category represents time spent by Kelley Drye preparing for and participating in hearings before the Court. During the Application Period, Kelley Drye monitored various matters on the Court's hearing calendar.

Debtor Communications (Hours: 5.5 - Fees: \$5,009.50)

23. This category represents time Kelley Drye spent communicating with the Debtors. During the Application Period, Kelley Drye conferred with Debtors' counsel regarding general case issues, plan status, stay relief motions, and landlord outreach.

Investigation (Hours: 2.7 - Fees: \$2,962.50)

24. This category represents time spent by Kelley Drye analyzing the Debtors' prepetition conduct, transactions and financial history. During the Application Period, Kelley Drye revised a presentation for the Committee that memorialized the results of Kelley Drye's investigation that ultimately led to the global resolution in these chapter 11 cases.

Committee Professional Communications (Hours: 0.9 - Fees: \$941.00)

25. This category represents time spent by Kelley Drye communicating internally and with the other Committee Professionals. Kelley Drye conferred internally and coordinated with PSZJ and Province regarding case administration and strategy. Kelley Drye also participated in regular working group calls to manage case development and manage ongoing workstreams.

SUMMARY OF EXPENSES

26. During the Application Period, Kelley Drye incurred out-of-pocket expenses in the amount of \$116.31.⁷ Attached hereto as **Exhibit B** is a description of the expenses actually incurred by Kelley Drye in the performance of services rendered as lead counsel to the Committee.

VALUATION OF SERVICES

27. Kelley Drye's professionals have expended a total of 191.8 hours representing the Committee during the Application Period. The amount of time spent by each of the professionals providing services to the Committee during the Application Period is set forth on **Exhibit A**. The rates charged are Kelley Drye's normal hourly rates for work of this character.

⁷ Kelley Drye reserves the right to request reimbursement of additional expenses incurred during the Application Period in subsequent applications, to the extent that any such additional expenses have not been processed to date in Kelley Drye's billing system.

The reasonable value of the services Kelley Drye rendered during the Application Period is \$183,728.50

28. Kelley Drye believes that the time entries included in Exhibit A and the expense breakdown set forth in Exhibit B comply with the Interim Compensation Order and the requirements of Local Rule 2016-1.

29. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between Kelley Drye and any other person, other than members of the firm, for the sharing of compensation to be received in these chapter 11 cases.

30. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of these cases and the time sensitivity of the matters addressed; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under this title.

CERTIFICATE OF COMPLIANCE AND WAIVER

31. The undersigned representative of Kelley Drye certifies that he has reviewed the requirements of Local Rule 2016-1, and that the Application substantially complies with same.

32. If the Application does not comply in all respects with the requirements of Local Rule 2016-1, Kelley Drye believes such deviations are not material and respectfully requests that any such requirements be waived.

NOTICE

33. Pursuant to the Interim Compensation Order, notice of this Application has been provided to: (a) the Debtors, JOANN Inc., 5555 Darrow Road, Hudson, Ohio 44236, Attn.: Ann Aber, EVP, Chief Legal and Human Resources Officer; (b) co-counsel to the Debtors, (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra, P.C. (aparna.yenamandra@kirkland.com) and 333 West Wolf Point Plaza, Chicago Illinois 60654, Attn.: Jeffrey Michalik (jeff.michalik@kirkland.com), and Lindsey Blumenthal (lindsey.blumenthal@kirkland.com) and (ii) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn.: Patrick J. Reilley (preilley@coleschotz.com), Stacy L. Newman (snowman@coleschotz.com), Michael E. Fitzpatrick (mfitzpatrick@coleschotz.com), and Jack M. Dougherty (jdougherty@coleschotz.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Malcolm M. Bates (malcolm.m.bates@usdoj.gov); (d) counsel to the Prepetition ABL Agent, Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, Attn.: Christopher Carter (christopher.carter@morganlewis.com) and Marjorie Crider (marjorie.crider@morganlewis.com); (e) counsel to the Prepetition FILO Agent, Choate Hall & Stewart LLP, 2 International Place, Boston, Massachusetts 02110, Attn.: John Ventola (jventola@choate.com) and Jonathan Marshall (jmarshall@choate.com); (f) counsel to the Prepetition Term Loan Lender Ad Hoc Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166, Attn.: Scott Greenberg (SGreenberg@gibsondunn.com), Kevin Liang (KLiang@gibsondunn.com), and Josh Brody (JBrody@gibsondunn.com); (g) counsel to the Prepetition Term Loan Agent, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Jeffrey Gleit (jeffrey.gleit@afslaw.com) and 1717 K Street NW, Washington, D.C. 20006, Attn.: Jonathan

Bagg (jonathan.bagg@afslaw.com), and 233 South Wacker Drive, Suite 7100, Chicago, Illinois 60606, Attn.: Matthew Bentley (matthew.bentley@afslaw.com); and (h) counsel to Gordon Brothers Retail Partners, LLC, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, New York 10020, Attn.: Steven Reisman (sreisman@katten.com) and Cindi Giglio (cgiglio@katten.com). Kelley Drye respectfully submits that no further notice of the Application is necessary or required.

CONCLUSION

WHEREFORE, Kelley Drye respectfully requests: (i) interim allowance of \$183,728.50 in fees for necessary professional services rendered to the Committee during the Application Period and reimbursement of actual and necessary expenses incurred by Kelley Drye during the Application Period in the sum of \$116.31; (ii) payment of \$147,099.11, which represents 80% of the fees and 100% of the expenses incurred during this Application Period; and (iii) such other relief as this Court deems just and proper.

Dated: June 9, 2025

KELLEY DRYE & WARREN LLP

/s/ Eric R. Wilson

Eric R. Wilson (admitted *pro hac vice*)
Jason R. Adams (admitted *pro hac vice*)
Maeghan J. McLoughlin (admitted *pro hac vice*)
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